

L21000046089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

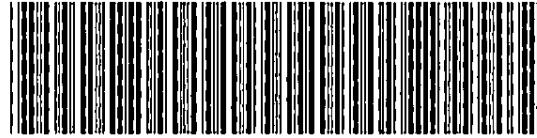
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/05/21--01/01/21--008 **185.00

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Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 2/5/2021

Trans#: 1180464

Entity Name: KAREN S. WOLF, O.D. AND GILBERT HOUSTON, O.D., P.A. (FL)
(CONVERTING INTO PONTE VEDRA EYE ASSOCIATES, PLLC (FL))

Articles Incorporation ()

Articles of Dissolution ()

Conversion (XXX)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK #2102 FOR \$185.00

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing (XXX) Certificate of Fact ()

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ponte Vedra Eye Associates, PLLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Gilbert Houston, O.D.

(Contact Person)

(Firm/Company)

150 Professional Drive, Suite 300

(Address)

Ponte Vedra Beach, FL 32082-7232

(City, State and Zip Code)

pveyedr@hotmail.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

David M. Roth

at (

502

) 548-1990

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☒ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees.
Certified Copy, and
Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Conversion
For
"Other Business Entity"
Professional Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following
"Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida
Statutes. Professional

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Karen S. Wolf, O.D. and Gilbert Houston, O.D., PA

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a professional association
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/28/1994
(date of organization, formation or incorporation)

Professional

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Ponte Vedra Eye Associates, PLLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 02/11/2021

(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

2021 FEB -5 PM 2:03

Signed this 4th day of February 2021.

Professional

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Gilbert Houston OD
Printed Name: Gilbert Houston, O.D. Title: Manager, President, and Director

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: Gilbert Houston OD
Printed Name: Gilbert Houston, O.D. Title: Secretary and Director

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

PROFESSIONAL

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:
Professional

Ponte Vedra Eye Associates, PLLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC")

ARTICLE II - Address:

Professional

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

150 Professional Drive

150 Professional Drive

Suite 300

Suite 300

Ponte Vedra Beach, FL 32082-7232

Ponte Vedra Beach, FL 32082-7232

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Gilbert Houston, O.D.

Name

111 Skylar Lane

Florida street address (P.O. Box **NOT** acceptable)

Ponte Vedra

FL 32081

City

Zip

2021 FEB -5 PM 2:03

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

Gilbert Houston OD

Registered Agent's Signature (REQUIRED)

Gilbert Houston, O.D.

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the ^{Professional} Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Gilbert Houston, O.D.

111 Skyfar Lane

Ponte Vedra, FL 32081

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

See Appendix A attached hereto and made a part hereof

REQUIRED SIGNATURE:

> Gilbert Houston OD

Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Gilbert Houston, O.D., as President and on behalf of Ponte Vedra Eye Associates, P.A., Member

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

APPENDIX A

Articles of Organization of Ponte Vedra Eye Associates, PLLC

5. **Other Provisions:** Notwithstanding anything in the Articles of Organization which might be construed to the contrary:

- (a) This company is a professional limited liability company organized by an Optometrist for the sole and specific purpose of rendering professional Optometry services and services ancillary to such professional Optometry services. This professional limited liability company may not engage in any business other than the rendering of professional Optometry services and services ancillary to such professional Optometry services.
- (b) Each Member and Manager of this professional limited liability company must be licensed or otherwise authorized by the laws of the State of Florida or, to the extent then permitted under applicable Florida law, any other jurisdiction, to render professional Optometry services.
- (c) This professional limited liability company may render its professional Optometry services in State of Florida only through its members, managers, employees, and agents who are licensed or otherwise legally authorized to render such professional Optometry services within the State of Florida.
- (d) To the extent permitted by applicable law, this professional limited liability company *(i)* may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, *and (ii)* may own real or personal property incident to the rendering of professional Optometry services.
- (e) This professional limited liability company is to be managed by its Manager or Managers. Subject to change in any manner as may be provided in this professional limited liability company's Operating Agreement (as such Operating Agreement may be adopted, amended, and/or restated from time to time in accordance with its terms): *(i)* the Manager of this professional limited liability company shall be a Board of Directors consisting of such number of persons ("**Directors**" or "**Managers**") as may be authorized under the Operating Agreement then in effect, *(ii)* except as may otherwise provided under the Operating Agreement then in effect, each Director is authorized to act for, and in the name of, this professional limited liability company independently of any other Director, *and (iii)* unless and until changed in accordance with the Operating Agreement then in effect, the number of Directors shall be one (1), and the initial Director of this professional limited liability company constituting its Board of Directors shall be that person described as the "MGR" in Article IV of the Articles of Organization to which this Appendix A is attached.